

OSTER Researching Services

12897 Colonial Dr. • Mt. Airy, Md. 21771
Phone: 301-253-6040
Fax: 301-253-6040*

October 4, 2002

RECORDATION NO. 24158 FILED

OCT 4 '02 10-23 AM

SURFACE TRANSPORTATION BOARD

Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423

Dear Sir:

Enclosed for recording with the Surface Transportation Board is a Memorandum of Railcar Lease Agreement dated 9/23/02 between the following parties:

Lessor: Wells Fargo Equipment Finance, Inc.
733 Marquette Avenue
Investors Building
Minneapolis, MN 55479

Lessee: Old World Transportation, Ltd.
4065 Commercial Avenue
Northbrook, IL 60062

Equipment: 194, Railcars
OWIX 15006-15201

Please record this agreement as a primary document. The filing fee of \$30 is enclosed. Thank you.

Summary: Memorandum of Railcar Lease Agreement dated 9/23/02 between Wells Fargo Equipment Finance, Inc. as Lessor and Old World Transportation, Ltd. as Lessee including 194 railcars, OWIX 15006-15201.

Sincerely,

Mary Ann Oster

Mary Ann Oster
Research Consultant

Enclosure

RECORDATION NO. 24158 FILED

OCT 4 '02 10-23 AM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF RAILCAR LEASE AGREEMENT

THIS MEMORANDUM OF RAILCAR LEASE AGREEMENT is made and entered into as of September 23, 2002 by and between Wells Fargo Equipment Finance, Inc., a Minnesota corporation ("Lessor") and Old World Transportation, Ltd. a Texas limited partnership ("Lessee"), with reference to the following:

1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor various railcars pursuant to one or more Supplements to the Lease to be entered into by Lessor and Lessee from time to time, all as more particularly described in that certain Railcar Master Lease Agreement dated as of September 23, 2002 between Lessor and Lessee (hereinafter referred to as the "Lease").
2. Pursuant to Supplement No(s). 97166-100 to the Lease, Lessor has agreed to lease to Lessee and Lessee has agreed to lease from Lessor One Hundred Ninty-Four (194) Tank Cars bearing reporting marks and numbers indicated on Schedule A hereto, all as more particularly described in the Lease.
3. The Lease shall be effective as of the execution date thereof and shall be subject to the terms of the Lease, as provided therein.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Railcar Lease Agreement to be executed as of the date first above written.

LESSOR:

Wells Fargo Equipment Finance, Inc.

LESSEE:

Old World Transportation, Ltd.

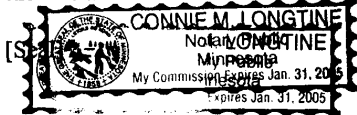
By: Old World Management, Inc.

Its General Partner

By: Name: Jacqueline BaragaTitle: AWBy: Name: Barry R. SchwickelIts: TREASURER, CFO

STATE OF MINNESOTA
COUNTY OF HENNEPIN

On this 30th day of September, 2002 before me personally appeared,
Regueline P. Barragan to me personally known, who being by me
 duly sworn, says that s/he is the ATP of Wells Fargo Equipment Finance,
 Inc., a Minnesota corporation, that said instrument was signed on behalf of said
 corporation, and s/he acknowledged that the execution of the foregoing instrument was
 the free act and deed of said corporation.

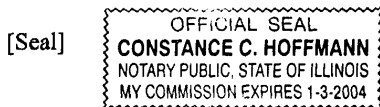


Connie M. Longtine
 Notary Public

My commission expires: January 31, 2005

→ STATE OF Illinois
 COUNTY OF Cook

On this 26th day of September, 2002 before me personally appeared,
Brian R. Schweifel to me personally known, who being by me duly
 sworn, says that s/he is the TREASURER of OLD WORLD MANAGEMENT, INC., a(n)
ILLINOIS corporation, that said instrument was signed on behalf of said
 corporation, and s/he acknowledged that the execution of the foregoing instrument was
 the free act and deed of said corporation.



Constance C. Hoffmann
 Notary Public

My commission expires: 1/3/04

**SCHEDULE A TO
MEMORANDUM OF RAILCAR LEASE AGREEMENT
DATED AS OF September 23, 2002**

One Hundred Ninty-Four (194) Used Cars consisting of the following: One Hundred Fifty-Five (155) Richmond Tank Cars, Thirty-Three (33) Union Tank Cars and Six (6) American Car & Foundry Cars bearing the following marks:

<u>Car Number</u>	<u>Built Date</u>	<u>Builder</u>
OWIX015006	10/01/65	Richmond Tank Car
OWIX015007	08/01/65	Richmond Tank Car
OWIX015008	08/01/65	Richmond Tank Car
OWIX015009	08/01/65	Richmond Tank Car
OWIX015010	09/01/65	Richmond Tank Car
OWIX015011	11/01/65	Richmond Tank Car
OWIX015012	11/01/65	Richmond Tank Car
OWIX015014	11/01/65	Richmond Tank Car
OWIX015015	06/01/70	Richmond Tank Car
OWIX015016	06/01/70	Richmond Tank Car
OWIX015017	06/01/70	Richmond Tank Car
OWIX015018	06/01/70	Richmond Tank Car
OWIX015019	07/01/70	Richmond Tank Car
OWIX015020	07/01/70	Richmond Tank Car
OWIX015021	07/01/70	Richmond Tank Car
OWIX015022	07/01/70	Richmond Tank Car
OWIX015023	07/01/70	Richmond Tank Car
OWIX015024	07/01/70	Richmond Tank Car
OWIX015025	07/01/70	Richmond Tank Car
OWIX015026	08/01/70	Richmond Tank Car
OWIX015027	08/01/77	Richmond Tank Car
OWIX015029	08/01/70	Richmond Tank Car
OWIX015030	08/01/70	Richmond Tank Car
OWIX015031	08/01/70	Richmond Tank Car
OWIX015032	07/01/70	Union Tank Car
OWIX015033	07/01/70	Richmond Tank Car
OWIX015034	08/01/70	Richmond Tank Car
OWIX015035	08/01/70	Richmond Tank Car
OWIX015036	08/01/70	Richmond Tank Car
OWIX015037	08/01/70	Richmond Tank Car

OWIX015038	08/01/70	Richmond Tank Car
OWIX015039	08/01/70	Richmond Tank Car
OWIX015040	08/01/70	Richmond Tank Car
OWIX015041	08/01/70	Richmond Tank Car
OWIX015042	08/01/70	Richmond Tank Car
OWIX015043	08/01/70	Richmond Tank Car
OWIX015044	08/01/70	Richmond Tank Car
OWIX015045	08/01/70	Richmond Tank Car
OWIX015046	09/01/70	Richmond Tank Car
OWIX015047	09/01/70	Richmond Tank Car
OWIX015048	09/01/70	Richmond Tank Car
OWIX015049	11/01/70	Richmond Tank Car
OWIX015050	11/01/70	Richmond Tank Car
OWIX015051	12/01/70	Richmond Tank Car
OWIX015052	12/01/70	Richmond Tank Car
OWIX015053	12/01/70	Richmond Tank Car
OWIX015054	12/01/70	Richmond Tank Car
OWIX015055	12/01/70	Richmond Tank Car
OWIX015056	12/01/70	Richmond Tank Car
OWIX015057	12/01/70	Richmond Tank Car
OWIX015058	12/01/70	Richmond Tank Car
OWIX015059	12/01/70	Richmond Tank Car
OWIX015060	12/01/70	Richmond Tank Car
		American Car &
OWIX015061	10/01/70	Foundry
		American Car &
OWIX015062	10/01/70	Foundry
		American Car &
OWIX015063	10/01/70	Foundry
		American Car &
OWIX015064	10/01/70	Foundry
		American Car &
OWIX015065	10/01/70	Foundry
		American Car &
OWIX015066	10/01/70	Foundry
OWIX015067	09/01/70	Union Tank Car
OWIX015068	09/01/70	Union Tank Car
OWIX015069	09/01/70	Union Tank Car
OWIX015070	09/01/70	Union Tank Car
OWIX015071	09/01/70	Union Tank Car
OWIX015072	09/01/70	Union Tank Car
OWIX015073	09/01/70	Union Tank Car
OWIX015074	09/01/70	Union Tank Car

OWIX015075	10/01/70	Union Tank Car
OWIX015076	09/01/70	Union Tank Car
OWIX015077	09/01/70	Union Tank Car
OWIX015078	09/01/70	Union Tank Car
OWIX015079	10/01/70	Union Tank Car
OWIX015080	10/01/70	Union Tank Car
OWIX015081	10/01/70	Union Tank Car
OWIX015082	10/01/70	Union Tank Car
OWIX015083	09/01/70	Union Tank Car
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OWIX015085	10/01/70	Union Tank Car
OWIX015086	10/01/70	Union Tank Car
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OWIX015089	10/01/70	Union Tank Car
OWIX015090	10/01/70	Union Tank Car
OWIX015091	10/01/70	Union Tank Car
OWIX015092	10/01/70	Union Tank Car
OWIX015093	10/01/70	Union Tank Car
OWIX015094	10/01/70	Union Tank Car
OWIX015095	10/01/70	Union Tank Car
OWIX015096	10/01/70	Union Tank Car
OWIX015097	10/01/70	Union Tank Car
OWIX015098	08/01/72	Richmond Tank Car
OWIX015099	08/01/72	Richmond Tank Car
OWIX015100	08/01/72	Richmond Tank Car
OWIX015101	08/01/72	Richmond Tank Car
OWIX015102	08/01/72	Richmond Tank Car
OWIX015103	08/01/72	Richmond Tank Car
OWIX015104	08/01/72	Richmond Tank Car
OWIX015105	08/01/72	Richmond Tank Car
OWIX015106	08/01/72	Richmond Tank Car
OWIX015107	08/01/72	Richmond Tank Car
OWIX015108	08/01/72	Richmond Tank Car
OWIX015109	08/01/72	Richmond Tank Car
OWIX015110	08/01/72	Richmond Tank Car
OWIX015111	08/01/72	Richmond Tank Car
OWIX015112	08/01/72	Richmond Tank Car
OWIX015113	08/01/72	Richmond Tank Car
OWIX015114	08/01/72	Richmond Tank Car
OWIX015115	09/01/72	Richmond Tank Car
OWIX015116	09/01/72	Richmond Tank Car
OWIX015117	09/01/72	Richmond Tank Car

OWIX015118	09/01/72	Richmond Tank Car
OWIX015119	09/01/72	Richmond Tank Car
OWIX015120	09/01/72	Richmond Tank Car
OWIX015121	09/01/72	Richmond Tank Car
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OWIX015123	09/01/72	Richmond Tank Car
OWIX015124	09/01/72	Richmond Tank Car
OWIX015125	09/01/72	Richmond Tank Car
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OWIX015149	11/01/72	Richmond Tank Car
OWIX015150	12/01/72	Richmond Tank Car
OWIX015151	12/01/72	Richmond Tank Car
OWIX015152	01/01/75	Richmond Tank Car
OWIX015153	01/01/75	Richmond Tank Car
OWIX015154	06/01/73	Richmond Tank Car
OWIX015155	07/01/73	Richmond Tank Car
OWIX015156	07/01/73	Richmond Tank Car
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OWIX015161	07/01/73	Richmond Tank Car
OWIX015162	08/01/73	Richmond Tank Car
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OWIX015166	08/01/73	Richmond Tank Car
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OWIX015172	08/01/73	Richmond Tank Car
OWIX015173	04/01/74	Richmond Tank Car
OWIX015174	02/01/74	Richmond Tank Car
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